

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
HOUGHTON MIFFLIN :
HARCOURT PUBLISHING COMPANY, *et al.*,¹ : Case No. 12-12171 (REG)
Debtors. : Jointly Administered
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AFFIDAVIT OF SERVICE

I, Leticia Salas, depose and say that I am employed by Kurtzman Carson Consultants LLC (KCC), the claims and noticing agent for the Debtors.

1. On June 15, 2012, at my direction and under my supervision, employees of KCC caused the following documents to be served via Overnight Mail on the service list attached hereto as Exhibit A; and via Electronic Mail on the service list attached hereto as Exhibit B:
 - Notice of Agenda of Matters Scheduled for Hearing on June 18, 2012 at 9:45 a.m. [Docket No. 102]
 - Final Declaration of Peter Walsh of Kurtzman Carson Consultants LLC Regarding the Mailing, Voting and Tabulation of Ballots Accepting and Rejecting the Prepackaged Chapter 11 Plan of Reorganization for Houghton Mifflin Harcourt Publishing Company, Et Al. [Docket No. 105]
2. Furthermore, on June 15, 2012, at my direction and under my supervision, employees of KCC caused the following document to be served via Overnight Mail on the service lists attached hereto as Exhibit A, Exhibit C and Exhibit D; and via Electronic Mail on the service list attached hereto as Exhibit B:

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are Houghton Mifflin Harcourt Publishing Company (6030), Houghton Mifflin Harcourt Publishers Inc. (7305), HMH Publishers, LLC (7173), Houghton Mifflin Holding Company, Inc. (2898), Houghton Mifflin, LLC (2961), Houghton Mifflin Finance, Inc. (2812), Houghton Mifflin Holdings, Inc. (0674), HM Publishing Corp. (5843), Riverdeep Inc., a Limited Liability Company (9612), Broderbund LLC (6113), RVDP, Inc. (2557), HRW Distributors, Inc. (4902), Greenwood Publishing Group, Inc. (4537), Classroom Connect, Inc. (3282), ACHIEVE! Data Solutions, LLC (7499), Steck-Vaughn Publishing LLC (6929), HMH Supplemental Publishers Inc. (7571), HMH Holdings (Delaware), Inc. (6372), Sentry Realty Corporation (6742), Houghton Mifflin Company International, Inc. (9100), The Riverside Publishing Company (0173), Classwell Learning Group Inc. (9252), Cognitive Concepts, Inc. (5986), Edusoft (9992), and Advanced Learning Centers, Inc. (2861).

- Notice of Filing of the Final DIP Order Authorizing Debtors to Obtain Postpetition Financing, Use of Cash Collateral and Related Relief on a Final Basis [Docket No. 104]

Dated: June 18, 2012

Leticia Salas
Leticia Salas

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 18th of June, 2012, by Leticia Salas, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: Lydia Pastor Nino

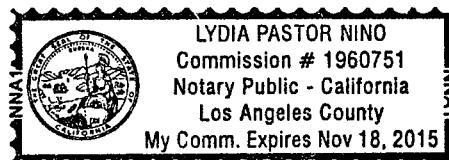


Exhibit A

Overnight Service List

PARTY DESCRIPTION	COMPANY	CONTACT	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY
Top 20 Creditor	ADP National Account Service	Gayle Kuhn	99 Jefferson Rd		Parsippany	NJ	07054	
Counsel for the Informal Creditor Group	Akin Gump Strauss Hauer & Feld, LLP	Ira S. Dizengoff & Philip C. Dublin & Rachel Ehrlich Albanese	One Bryant Park		New York	NY	10036	
Top 20 Creditor	American Express	Donna Janeczko	P.O. Box 410406		Salt lake City	UT	84141	
Top 20 Creditor	APC Workforce Solutions LLC	Jinnene Marin	420 S. Orange Avenue	Suite 600	Orlando	FL	32801-4902	
Senior Secured Notes Trustee	BNY Mellon	Ray O'Neil, Relationship Manager	525 William Penn Place, 38th Floor		Pittsburgh	PA	15259	
Counsel to SAP America, Inc.	Brown & Connery, LLP	Kenneth J. Schweiker, Jr.	6 North Broad Street, Suite 100		Woodbury	NJ	08096-0000	
Top 20 Creditor	Bulkley Dunton Publishing Group	Tony V. Occhiuto	P.O. Box 403565		Atlanta	GA	30384-3656	
Top 20 Creditor	Cengage Learning	Sandra Fluker	5191 Natorp Blvd.		Mason	OH	45040	
Top 20 Creditor	Central National-Gottesman Inc. (Lindenmeyr)	Steven Wright	990 Washington Street	Suite 211	Dedham	MA	02026	
Counsel to Paymentech, LLC	Chase Paymentech Solutions LLC	Attn Lazonia Clark	14221 Dallas Pkwy Bldg II		Dallas	TX	75254	
Top 20 Creditor	Cognizant Technology Solutions	Badri Ramanujachari	500 Frank W Burr Blvd		Teaneck	NJ	07666	
US Department of Justice	Department of Justice US Attorney General	Commercial Litigation Branch	Michael B Mukasey	950 Pennsylvania Ave NW	Washington	DC	20530-0001	
New York State Department of Taxation	Department of Taxation and Finance	Office of Counsel	Building 8, WA Harriman Campus		Albany	NY	12227	
Top 20 Creditor	Edu 2000 America, Inc.	Rob Fiance	5743 Corsa Ave	Suite 222	Ventura	CA	91362	
Counsel for the Indenture Trustee for the 10.5% Notes and Prepetition Senior Secured Notes Trustee (Bank of New York Mellon)	Emmet, Marvin & Martin LLP	Bryant Berg & Mordecai Geisler & Ed Zujkowski	120 Broadway, 32nd Floor		New York	NY	10271	
Environmental Protection Agency (Regional)	Environmental Protection Agency	Region 2	290 Broadway		New York	NY	10007-1866	
Counsel to Larson Texts, Inc. ("Larson")	Graydon Head & Ritchey LLP	J. Michael Debbeler	1900 Fifth Third Center	511 Walnut Street	Cincinnati	OH	45202	
Counsel to Encore Software, Inc.	Hahn & Hessen LLP	Mark T. Power & Lauren S. Schlussel	488 Madison Avenue		New York	NY	10022	
IRS	Internal Revenue Service	Centralized Insolvency Operation	PO Box 7346		Philadelphia	PA	19101-7346	
IRS	Internal Revenue Service	Centralized Insolvency Operation	2970 Market St		Philadelphia	PA	19104	
IRS	Internal Revenue Service	Insolvency Section	31 Hopkins Plz Rm 1150		Baltimore	MD	21201	
Iron Mountain Information Management, Inc.	Iron Mountain Information Management, Inc.	Joseph Corrigan	745 Atlantic Avenue, 10th Floor		Boston	MA	02111	
Top 20 Creditor	Kue Digital Inc, DBA Global Scholar	Kal Raman	1100 112th Avenue NE, Suite 100	South Building	Bellevue	WA	98004	
Top 20 Creditor	Laserwood Private Limited	Mark O'Brien	P.O. Box 2865		Buffalo	NY	14209	
Counsel to Carrollton-Farmers Branch Independent School District and Lewisville Independent School District	Law Offices of Robert E Luna PC	Andrea Sheehan	4411 N Central Expressway		Dallas	TX	75205	
Counsel to Tarrant County and Dallas County	Linebarger Goggan Blair & Sampson, LLP	Elizabeth Weller	2323 Bryan Street, Ste 1600		Dallas	TX	75201	
Top 20 Creditor	Marshall Cavendish International (s) PTE	Joy Tan	Times Centre 1 New Industrial Road				536196	Singapore
Counsel to Claimant, The County of Denton, Texas	McCreary Veselka Bragg & Allen PC	Michael Reed	P.O. Box 1269	State Bar Number 16685400	Round Rock	TX	78680	
Top 20 Creditor	McKinsey & Company Inc.	William Wolf	P.O. Box 7247-7255		Philadelphia	PA	19170-7255	
New York City Tax Department	New York City Tax Commission		Municipal Building	1 Center St, Room 936	New York	NY	10007	
NY Attorney General	Office of the NY State Attorney General	Eric T Schneiderman	The Capitol		Albany	NY	12224-0341	
US Attorneys Office	Office of the US Attorney for the Southern District of NY	United States Attorney Preet Bharara	One St Andrew's Plz		New York	NY	10007	
Top 20 Creditor	Penguin Group USA	Laura Cerminaro	1 Lake St.		Upper Saddle River	NJ	07458	
Pension Benefit Guaranty Corporation	Pension Benefit Guaranty Corp	Attn Dana Cann	1200 K St NW		Washington	DC	20005-4026	

Overnight Service List

PARTY DESCRIPTION	COMPANY	CONTACT	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY
Pension Benefit Guaranty Corporation	Pension Benefit Guaranty Corp	Attn Marie-Christine Fogt	1200 K St NW		Washington	DC	20005-4026	
Top 20 Creditor	Phoenix Color Corp.	Jennifer Dick	11631 Caroline Road		Philadelphia	PA	19154	
Top 20 Creditor	RRD-Asia Printing Solutions	Eileen R. Ly	3 On Yiu Street		Shek Mun	NT		Hong Kong
Top 20 Creditor	RRD-Receivables Inc.	Dan Pevonka	3075 Highland Parkway		Donners Grove	IL	60515	
SEC Headquarters	Securities & Exchange Commission	Secretary of the Treasury	100 F St NE		Washington	DC	20549	
SEC Regional Office	Securities & Exchange Commission NY Office	George S Canellos Regional Director	3 World Financial Center Ste 400		New York	NY	10281-1022	
Counsel for the Prepetition L/C								
Bank and Wells Fargo Bank NA	Seyfarth Shaw LLP	William J. Hanlon, Esq.	World Trade Center East	Two Seaport Lane, Suite 300	Boston	MA	02210	
Counsel for the Debtors' Proposed Postpetition Lenders, Agent for the First Lien Credit Facility, and Prepetition First Lien Facility Agent (DIP/Exit Agents) //Citibank, N.A., as Administrative Agent and Collateral Agent under the First Lien Credit Agreement and Administrative Agent under the DIP Credit Facility	Shearman & Sterling LLP	Fredric Sosnick & Edmund M. Emrich	599 Lexington Avenue		New York	NY	10022	
Top 20 Creditor	Six Red Marbles	Katie Turcot	P.O. Box 37038		Baltimore	MD	21208	
Counsel to Pension Benefit Guaranty Corporation	SNR Denton US LLP	Justin S. Alex and Samuel C. Batsell	1200 K Street Northwest		Washington	DC	20005	
Counsel to Texas Education Agency	Texas Attorney General's Office	Hal F. Morris Assistant Attorney General	P. O. Box 12548, MC-008		Austin	TX	78711-2548	
Top 20 Creditor	Texas Education Agency	Robert Scott	1701 N Congress Ave		Austin	TX	78701	
Counsel to YRC Inc. dba YRC Freight, USF Holland Inc	Thrasher, Dinsmore & Dolan	Matthew H. Matheney	1400 W. 6th Street, Suite 400		Cleveland	OH	44114	
Top 20 Creditor	Trendset Inc.	Deanna Moore	4 Interchange Blvd.		Greenville	SC	29607-5700	
Environmental Protection Agency (US)	US Environmental Protection Agency		1200 Pennsylvania Ave NW	Ariel Rios Building	Washington	DC	20004	
US Trustee for the Southern District of NY	US Trustee for the Southern District of NY	Andrea B. Schwartz, Assistant U.S. Trustee	33 Whitehall St 21st Fl	Region 2	New York	NY	10004	
Top 20 Creditor	WL-Williams Lea Inc.	Matt Alcorn	1 Dag Hammarskjold Plaza	8th Floor	New York	NY	10017	

Exhibit B

Email Service List

PARTY DESCRIPTION	COMPANY	CONTACT	EMAIL
Top 20 Creditor	ADP National Account Service	Gayle Kuhr	gayle.kuhr@adp.com idizengoff@akingump.com
Counsel for the Informal Creditor Group	Akin Gump Strauss Hauer & Feld, LLP	Ira S. Dizengoff & Philip C. Dublin & Rachel Ehrlich Albanese	pdblwin@akingump.com ralbanese@akingump.com
Top 20 Creditor	American Express	Donna Janeczko	maxine.m.drachman@aexp.com
Top 20 Creditor	APC Workforce Solutions LLC	Jinnene Marin	sales@zerochaos.com
Counsel to SAP America, Inc.	Brown & Connery, LLP	Kenneth J. Schweiker, Jr.	kschweiker@brownconnery.com
Top 20 Creditor	Bulkley Dunton Publishing Group	Tony V. Occhiuto	tony.occhiuto@ipaper.com frank.calabro@ipaper.com
Top 20 Creditor	Cengage Learning	Sandra Fluker	sandra.fluker@cengage.com
Top 20 Creditor	Central National-Gottesman Inc. (Lindenmeyr)	Steven Wright	swright@bpaper.com butrym@cng-inc.com
Counsel to Paymentech, LLC	Chase Paymentech Solutions LLC	Attn Lazonia Clark	lazonia.clark@chasepaymenttech.com badri.ramanujachari@cognizant.com
Top 20 Creditor	Cognizant Technology Solutions	Badri Ramanujachari	
Counsel for the Indenture Trustee for the 10.5% Notes and Prepetition Senior Secured Notes Trustee (Bank of New York Mellon)	Emmet, Marvin & Martin LLP	Bryant Berg & Mordecai Geisler & Ed Zujkowski	bberg@emmetmarvin.com ezujkowski@emmetmarvin.com mgeisler@emmetmarvin.com
Counsel to Larson Texts, Inc. ("Larson")	Graydon Head & Ritchey LLP	J. Michael Debbeler	mdebbeler@graydon.com
Counsel to Encore Software, Inc.	Hahn & Hessen LLP	Mark T. Power & Lauren S. Schlussel	mpower@hahnhessen.com lschlussel@hahnhessen.com
IRS	Internal Revenue Service	Insolvency Section	marie.l.cercher@irs.gov
Iron Mountain Information Management, Inc.	Iron Mountain Information Management, Inc.	Joseph Corrigan	Bankruptcy2@ironmountain.com
Top 20 Creditor	Laserwood Private Limited	Mark O'Brien	mark.obrien@laserword.com
Counsel to Carrollton-Farmers Branch Independent School District and Lewisville Independent School District	Law Offices of Robert E Luna PC	Andrea Sheehan	sheehan@txschoollaw.com
Counsel to Tarrant County and Dallas County	Linebarger Goggan Blair & Sampson, LLP	Elizabeth Weller	dallas.bankruptcy@publicans.com
Top 20 Creditor	Marshall Cavendish International (s) PTE	Joy Tan	joytan@sq.marshallcavendish.com
Top 20 Creditor	McKinsey & Company Inc.	William Wolf	hrcsc@mckinsey.com
NY Attorney General	Office of the NY State Attorney General	Eric T Schneiderman	Nancy.Lord@OAG.State.NY.US Neal.Mann@OAG.State.NY.US
Top 20 Creditor	Penguin Group USA	Laura Cerminaro	laura.cerminaro@pearson.com
Pension Benefit Guaranty Corporation	Pension Benefit Guaranty Corp	Attn Dana Cann	efile@pbgc.gov
Pension Benefit Guaranty Corporation	Pension Benefit Guaranty Corp	Attn Marie-Christine Fogt	efile@pbgc.gov
Top 20 Creditor	Phoenix Color Corp.	Jennifer Dick	jdick@phoenixcolor.com
Top 20 Creditor	RRD-Receivables Inc.	Dan Pevonka	dan.pevonka@rrd.com
SEC Headquarters	Securities & Exchange Commission	Secretary of the Treasury	secbankruptcy@sec.gov
SEC Regional Office	Securities & Exchange Commission NY Office	George S Canellos Regional Director	secbankruptcy@sec.gov
Counsel for the Prepetition L/C Bank and Wells Fargo Bank NA	Seyfarth Shaw LLP	William J. Hanlon, Esq.	whanlon@seyfarth.com
Counsel for the Debtors' Proposed Postpetition Lenders, Agent for the First Lien Credit Facility, and Prepetition First Lien Facility Agent (DIP/Exit Agents) //Citibank, N.A., as Administrative Agent and Collateral Agent under the First Lien Credit Agreement and Administrative Agent under the DIP Credit Facility	Shearman & Sterling LLP	Fredric Sosnick & Edmund M. Emrich	fsosnick@shearman.com edmund.emrich@shearman.com
Top 20 Creditor	Six Red Marbles	Katie Turcot	k.turcot@sixredmarbles.com
Counsel to Pension Benefit Guaranty Corporation	SNR Denton US LLP	Fruman Jacobson	fruman.jacobson@snrdenton.com
Counsel to Pension Benefit Guaranty Corporation	SNR Denton US LLP	Justin S. Alex and Samuel C. Batsell	alex.justin@pbgc.gov Batsell.Samuel@pbgc.gov
Counsel to Texas Education Agency	Texas Attorney General's Office	Hal F. Morris Assistant Attorney General	hal.morris@texasattorneygeneral.gov
Top 20 Creditor	Texas Education Agency	Robert Scott	commissioner@tea.state.tx.us
Counsel to YRC Inc. dba YRC Freight, USF Holland Inc	Thrasher, Dinsmore & Dolan	Matthew H. Matheney	mmatheney@tddlaw.com
Top 20 Creditor	WL-Williams Lea Inc.	Matt Alcorn	matt.alcorn@williamslea.com matthew.alcorn@williamslea.com

Exhibit C

**Exhibit C
PO 9012
Taxing Authorities
Overnight Service List**

Company	Contact	Address1	Address2	Address 3	City	State	Zip	Country
Alabama Dept of Revenue	Attn Legal Division	Gordon Persons Bldg	50 N Ripley St Ste 3114		Montgomery	AL	36130-1001	
Alaska Dept of Revenue		PO Box 110420	333 W Willoughby 11th Fl SOB		Juneau	AK	99811-0400	
Alberta Finance & Enterprise Dept	Tax and Revenue Administration	Finance Compliance & Collection	9811 109 St		Edmonton	AB	T5K 2L5	Canada
Arizona Dept of Revenue	Attn Bankruptcy Dept	1600 West Monroe St			Phoenix	AZ	85007	
Arkansas Dept of Finance & Administration	Attn Revenue Legal Counsel	Ledbetter Building	1816 W 7th St, Room 2380		Little Rock	AR	72201	
British Columbia Finance Dept	Attn Bankruptcy Dept	1802 Douglas St			Victoria	BC	V8T 4KC	Canada
California Dept of Revenue	Attn Bankruptcy	450 N St MIC 55			Sacramento	CA	95814	
Colorado Dept of Revenue		1375 Sherman St Rm 101			Denver	CO	80261	
Commonwealth of Virginia Dept of Taxation		PO Box 2156			Richmond	VA	23218	
Comptroller of Maryland Revenue Administration Division	Attn Collections Dept	PO Box 1829			Annapolis	MD	21411-0001	
Connecticut Dept of Revenue Services	Attn C & E Division Bankruptcy Unit	25 Sigourney St			Hartford	CT	06106	
Delaware Dept of Revenue	Attn Bankruptcy and Descendent Collections	Carvel State Office Bldg	820 N French St		Wilmington	DE	19801	
Deputy Minister of Finance and Secretary of the FMB	Govt of NW Territories Dept of Finance	5th Fl Arthur Laing Bldg	5003 49th St	PO Box 1320	Yellowknife	NT	X1A 2L9	Canada
Florida Dept of Revenue	Attn Bankruptcy Unit	5050 West Tennessee St			Tallahassee	FL	32399-0100	
Georgia Dept of Revenue	Attn Bankruptcy Division	PO Box 161108			Atlanta	GA	30321	
Hawaii Dept of Taxation	Attn Bankruptcy Unit	PO Box 259			Honolulu	HI	96809	
Idaho State Tax Commission	Attn Bankruptcy Dept	PO Box 36			Boise	ID	83722-0410	
Illinois Dept of Revenue	Attn Legal Services	101 West Jefferson	MC 5 500		Springfield	IL	62702	
Indiana Dept of Revenue	Attn Bankruptcy Collections	100 N Senate Ave	Rm No N203		Indianapolis	IN	46204	
Iowa Dept of Revenue and Finance	Attn Bankruptcy Unit	PO Box 10471			Des Moines	IA	50306	
Kansas Dept of Revenue	Attn Bankruptcy Collection	915 SW Harrison	Rm No 230		Topeka	KS	66612	
Kentucky Dept of Revenue	Attn Legal Support Branch	PO Box 5222			Frankfort	KY	40602	
Louisiana Dept of Revenue	Attn Bankruptcy Division	617 N 3rd St			Baton Rouge	LA	70821	
Maine Dept of Revenue	Attn Paula Thomas	PO Box 9113			Augusta	ME	04332-9113	
Manitoba Finance Dept	Taxation Division	101-401 York Ave			Winnipeg	MB	R3C 0T8	Canada
Massachusetts Dept of Revenue	Attn Bankruptcy Unit	100 Cambridge St	7th Fl		Boston	MA	02114	
Michigan Dept of Treasury	Attn Bankruptcy Unit	PO Box 30168			Lansing	MI	48909	
Minnesota Dept of Revenue	Attn Bankruptcy Dept	600 N Robert St			St Paul	MN	55164	
Mississippi Tax Commission	Attn Bankruptcy Section	PO Box 22808			Jackson	MS	39225-2808	
Missouri Dept of Revenue	Attn Bankruptcy Unit	301 W High St	Rm 670		Jefferson City	MO	65105	
Montana Dept of Revenue	Attn Legal Services	PO Box 5805			Helena	MT	59604	
Nebraska Dept of Revenue	Attn Bankruptcy Unit	PO Box 94818			Lincoln	NE	68509-4818	
Nevada Dept of Taxation	Attn Bankruptcy Dept	1550 College Pkwy	Ste 115		Carson City	NV	89706	
New Brunswick Dept of Finance		Centennial Bldg Rm 371 3rd Fl	670 King St		Fredericton	NB	E3B 1G1	Canada
New Hampshire Dept of Revenue	Attn Collection Division	109 Pleasant St			Concord	NH	03301	
New Jersey Division of Taxation	Attn Bankruptcy Dept	PO Box 245	50 Barrack St		Trenton	NJ	08646-0269	
New Mexico Dept of Taxation and Revenue	Attn Bankruptcy Section	PO Box 8575			Albuquerque	NM	87198-8575	
New York State Dept of Taxation and Finance	Attn Collections and Civil Enforcement Division	Bankruptcy Section	PO Box 5300		Albany	NY	12205	
Newfoundland & Labrador Dept of Finance		3rd Fl East Block Confederation Bldg	PO Box 8700		St Johns	NL	A1B 4J6	Canada
North Carolina Dept of Revenue	Attn Bankruptcy Unit	PO Box 1168			Raleigh	NC	27602-1168	
North Dakota State Tax Dept	Attn Office of State Tax Commissioner	600 E Blvd Ave			Bismark	ND	58505-0599	

Company	Contact	Address1	Address2	Address 3	City	State	Zip	Country
Nova Scotia Dept of Finance		PO Box 187	1723 Hollis St		Halifax	NS	B3J 2N3	Canada
Nunavut Department of Finance	Attn Steven James	PO Box 1000 Station 330			Iqaluit	NU	XOA OHO	Canada
Ohio Dept of Taxation	Attn Bankruptcy Division Rebecca Daum	PO Box 530			Columbus	OH	43216	
Oklahoma Tax Commission	Attn Legal Division	120 N Robinson Ste 2000			Oklahoma City	OK	73102	
Ontario Ministry of Finance	Attn Kevin OHara Snr Counsel	33 King St W 6th Fl			Oshawa	ON	L1H 8H5	Canada
Oregon Dept of Revenue	Attn Bankruptcy Unit	955 Center St NE			Salem	OR	97301-2555	
Pennsylvania Dept of Revenue	Attn Compliance & Bankruptcy	Strawberry Square	4th & Walnut Sts	Dept 280946	Harrisburg	PA	17128	
Prince Edward Island Dept of Finance		Shaw Bldg 2nd Fl S	95 Rochford St	PO Box 2000	Charlottetown	PE	C1A 7N8	Canada
Quebec Ministere de Finance	Attn Legal Dept	8 rue Cook	4th Fl		Quebec	QB	G1R 0A4	Canada
Rhode Island Division of Taxation	Attn Ann Marie Bolduc	1 Capital Hill	Collections Section 1st Fl		Providence	RI	02908	
Saskatchewan Department of Finance	Revenue Division Margaret Johannsson	2350 Albert St			Regina	SK	S4P 4A6	Canada
South Carolina Dept of Revenue	Attn Bankruptcy Section	PO Box 125			Columbia	SC	29214	
South Dakota Dept of Revenue	Attn Bankruptcy Dept	445 E Capitol Ave			Pierre	SD	57501	
Tennessee Dept of Revenue	Attn Bankruptcy Division	PO Box 20207			Nashville	TN	37202	
Texas Dept of Revenue	Attn Bankruptcy Section	PO Box 13528			Austin	TX	78711	
Utah Dept of Taxation	Attn Bankruptcy Section	210 N 1950 West			Salt Lake City	UT	84134	
Vermont Dept of Taxes	Attn Legal	PO Box 429	133 State St		Montpelier	VT	05633	
Washington DC Office of Tax and Revenue		941 N Capitol St NE 1st Fl			Washington	DC	20002	
Washington Dept of Revenue	Attn Bankruptcy Unit	2101 4th Ave Ste 1400			Seattle	WA	98121	
West Virginia State Tax Dept	Attn Legal Division Bankruptcy Unit	PO Box 766			Charleston	WV	25323-0766	
Wisconsin Dept of Revenue		PO Box 8901			Madison	WI	53708-8901	
Wyoming Dept of Revenue		122 W 25th St			Cheyenne	WY	82002	
Yukon Dept of Finance Accounts Receivable		Yukon Government Administration Bldg 3rd Fl Finance	2071 2nd Ave		Whitehorse	YT	Y1A 2C6	Canada

Exhibit D

Overnight Service List

Creditor Name	Creditor Notice Name	Address 1	Address 2	Address 3	City	State	Zip	Country
1st Source Bank		306 East Main Street	1st Source Bank-PAMB	Suite 100	Niles	MI	49120	
Bank of America, N. A.	Robert Douglas	135 S. LaSalle Street	IL4-135-14-02		Chicago	IL	60603	
Bank of America, N. A.	<i>Client Service Centre : US Team</i>	2 KING EDWARD STREET			LONDON		EC1A 1HQ	England
BNY Mellon		One Wall Street			New York	NY	10286	
Capital Advisors Group	Benjamin K. Cambell	29 Crafts Street	Chatham Center	Suite 270	Newton	MA	02458	
Citibank	Keith Lukasavich	388 Greenwich Street			New York	NY	10013	
Citibank	Fredric Chen	Citibank (China) Co., Ltd.	17F	Excel Center No. 6 Wudinghou Street	Xicheng District	Beijing	100033	China
Citibank		Oud Metha Road	4th Floor Citibank Tower	PO Box 749		Dubai		UAE
Citibank		Citi Tel Aviv	21 Ha'arba'a Street			Tel Aviv	64739	Israel
Community Banks of Colorado	Christina Zimmerman	7900 E 1st Ave	NMLS #866293	Lowry Branch	Denver	CO	80230	
Fidelity Capital Markets	Daniel J. Fraser	82 Devonshire Street	V6B		Boston	MA	02109	
Goldman, Sachs & Co.	Larry Walsh	71 South Wacker Drive	Investment Management Division	Global Liquidity Management	Chicago	IL	60606	
JPMorgan Chase Bank, N.A.	Gary K. Schechter	One Chase Manhattan Plaza	NY1-A155		New York	NY	10005-1401	
JPMorgan Chase Bank, N.A.	Ashley (Eun-Hee) Song	Seoul Branch	J.P. Morgan Plaza	34-35 Jeong-dong	Jung-gu	Seoul	100-120	Korea
Morgan Stanley Private Wealth Management	William W. Sahlman	522 Fifth Avenue			New York	NY	10036	
State Street Global Advisors	Tom Francis	801 Pennsylvania			Kansas City	MO	64105	
Wells Capital Management	Jeffrey Lang	525 Market Street	10th Floor		San Francisco	CA	94105	
Wells Fargo Bank	Michael J. McMorrow	101 Federal Street	Suite 2020		Boston	MA	02110	